

B 210A (Form 210A) (12/09)

UNITED STATES BANKRUPTCY COURT

Southern District of New York

In re Lehman Brothers Holdings Inc., et al.

Case No. 08-13555 (JMP)

TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

Marshgate Investments, LLC

Name of Transferee

Lydian Overseas Partners Master Fund, Ltd.

Name of Transferor

Name and Address where notices to transferee should be sent:

C/O ELLIOTT MANAGEMENT CORPORATION
40 West 57th Street

New York, N.Y. 10019

Attn: Michael Stephan

Email mstephan@elliottmgmt.com

Phone: (212) 478-2310

Fax: (212) 478-2311

Last Four Digits of Acct #: _____

Court Claim #: 28700

Amount of Claim: \$244,614,797.97

Date Claim Filed: 9/22/2009

Court Claim #: 37405

Amount of Claim: \$9,077,763.00

Date Claim Filed: 10/12/2009

Phone: _____

Last Four Digits of Acct#: _____

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: _____

Date: June 11, 2012

Transferee/Transferor's Agent

ELLIOTT GREENBERG
VICE PRESIDENT

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

EVIDENCE OF TRANSFER OF CLAIM

TO: Lehman Brothers Holdings Inc. as the Debtor (for the purposes of this Notice, the "Debtor") and the Bankruptcy Court (as defined below).

For value received, the adequacy and sufficiency of which are hereby acknowledged, Lydian Overseas Partners Master Fund, Ltd. ("Assignor") unconditionally and irrevocably hereby sells, transfers and assigns to Marshgate Investments, LLC (the "Assignee") pursuant to a Transfer of Claim Agreement dated June 11, 2012 between the Assignor and the Assignee, all right, title, interest, claims and causes of action in and to, or arising under or in connection with (i) a proof of claim nos. 13213 (Debtor as debtor), 13214 (LB 745 LLC as debtor), 13215 (Lehman Brothers Commodity Services Inc. as debtor), 13216 (Lehman Brothers Derivative Products Inc. as debtor), 13217 (Lehman Brothers OTC Derivatives Inc. as debtor), 13270 (Lehman Brothers Derivate Products Inc. as debtor), 13271 (Lehman Brothers Commercial Corporation as debtor), 13272 (Lehman Commercial Paper Inc. as debtor), 13273 (Lehman Brothers Financial Products Inc. as debtor), 13274 (Lehman Scottish Finance L.P. as debtor), 13275 (CES Aviation LLC as debtor), 13276 (CES Aviation V LLC as debtor), 13277 (CES Aviation IX LLC as debtor), 13278 (East Dover Limited as debtor), 13279 (Luxembourg Residential Properties Loan Finance S.a.r.l. as debtor), 13280 (BNC Mortgage LLC as debtor), 13281 (Structured Asset Securities Corporation as debtor), 13282 (LB Rose Ranch LLC as debtor), 13283 (LB 2008 Kalakaua Owners LLC as debtor), 13284 (PAMI Statler Arms LLC as debtor), 28700 (Debtor as debtor) and 37405 (Debtor as debtor), (ii) a general unsecured claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code) (the "ISDA Guarantee Claim") against Lehman Brothers Holdings Inc. as Debtor, one of the Debtors-in-possession in the chapter 11 reorganization case entitled, In re Lehman Brothers Holdings Inc., et al., Chapter 11 Case Number 08-13555 (JMP) (Jointly Administered), pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), arising under a guarantee in favor of the Assignor from LBHI referenced as credit support in the ISDA Master Agreement dated as of December 10, 2001 between Lehman Brothers International (Europe) ("LBIE") and the Assignor and related documents (the "ISDA"), and (iii) a general unsecured claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code) against the Debtor arising under the Unanimous Written Consent of the Executive Committee of the Board of Directors of the Debtor, dated as of June 9, 2005 and the broad guarantee of all liabilities, obligations and commitments of the Debtor contained in the letter from Guarantor to Standard & Poor's Rating Services dated 4 January 2008 (collectively, the "General Guarantee Claim" and together with the ISDA Guarantee Claim, and the proofs of claim described in clause (i), the "Claims").

The Assignor hereby waives any objection to the transfer of the Claims to the Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be prescribed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. The Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to the Assignor transferring to the Assignee the Claims and recognizing the Assignee as the sole owner and holder of the Claims. The Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Claims, and all payments or distributions of money or property in respect of the Claims, shall be delivered or made to the Assignee.

Assignee's information and wire instructions are as follows:

Marshgate Investments, LLC
c/o Elliott Management Corporation
40 W. 57th Street, 4th Floor
New York, NY 10019
Attention: Michael Stephan
Email: mstephan@elliottmgmt.com
Telephone No.: 212-974-6000 ext 1310

USD CASH Instructions:

Bank Name: JP Morgan Chase New York
ABA # 021-000-021
Acct Name: Elliott Associates, L.P.
Acct # 957-143-354
For Further Benefit: Lydian

EUR CASH Instructions:

JP Morgan AG Frankfurt
SWIFT: CHASDEFX
JPMorgan Chase Bank N.A. London
SWIFT CHASGB2L
Account Name: Elliott Associates, L.P.
Account # 0032596801
IBAN GB38CHAS60924232596801
Re: Lydian

GBP CASH Instructions:

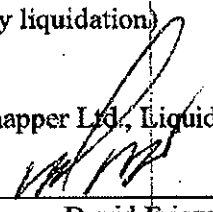
JPMorgan Chase Bank N.A.
SWIFT CHASGB2L SORT Code (60-92-42)
Account Name: Elliott Associates, L.P.
Account # 0032596802
IBAN GB11CHAS60924232596802
Re: Lydian

IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM IS
EXECUTED THIS 11 day of June, 2012

ASSIGNOR:

Lydian Overseas Partners Master Fund, Ltd.
(in voluntary liquidation)

By: Red Snapper Ltd., Liquidator

By: 
Name: David Friezo
Title: *Manager*

ASSIGNEE:

Marshgate Investments, LLC

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM IS
EXECUTED THIS 11 day of June, 2012

ASSIGNOR:

Lydian Overseas Partners Master Fund, Ltd.
(in voluntary liquidation)

By: Red Snapper Ltd., Liquidator

By: _____
Name: David Friezo
Title:

ASSIGNEE:

Marshgate Investments, LLC

By: _____

Name:  ELLIOT GREENBERG
Title: VICE PRESIDENT